

**COMMONWEALTH OF MASSACHUSETTS**  
**DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

|                       |   |              |
|-----------------------|---|--------------|
| Bay State Gas Company | ) | D.T.E. 02-73 |
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**PETITION OF SOUTHERN UNION COMPANY FOR  
LIMITED PARTICIPANT STATUS**

Pursuant to 220 C.M.R. §1.03, Southern Union Company (“Southern Union” or the “Company”) hereby petitions the Department of Telecommunications and Energy (the “Department”) to participate in the above-captioned proceeding as a Limited Participant. In support of its petition, the Company states the following:

1. Southern Union, which was incorporated under the laws of Delaware in 1932, operates in Fall River, Massachusetts and North Attleboro, Massachusetts as New England Gas Company pursuant to G.L. c. 164, § 1, and is subject to the provisions of G.L. c. 164, as amended.
2. Southern Union’s usual place of business is:

Southern Union Company  
One PEI Center  
Willkes-Barre, Pennsylvania 18711.

3. On November 8, 2002, Bay State Gas Company (“Bay State”) filed with the Department for approval of a petition, pursuant to G.L. c. 164, §§ 14, 15 and 16, to issue and sell at face value to its affiliate NiSource Finance Corp., an unsecured long-term (20 year) note in an amount not to exceed \$50,000,000.00 with an

interest rate not to exceed 7.75 percent. The Department docketed the petition as D.T.E. 02-73.

4. In conducting adjudicatory hearings, the Department “may allow any person showing that he may be substantially and specifically affected by the proceeding to intervene as a party in the whole or any portion of the proceeding, and allow any other interested person to participate by presentation of argument orally or in writing, or for any other limited purpose” as the Department may order. G.L. c. 30A, § 10(4); 220 C.M.R. § 1.03(1)(b).
5. Good cause exists for allowing this timely petition as the Department’s investigation in this proceeding will raise substantial financing and related issues that are common to other gas companies operating in Massachusetts, including Southern Union. Southern Union is substantially and specifically affected by any decision rendered by the Department in this docket. See G.L. c. 30A; 220 C.M.R. §1.03(1)(b).
6. In addition, good cause exists for allowing this petition because: (1) the procedural conference for the proceeding has not yet been held; (2) Southern Union’s Limited Participant status will not jeopardize the efficiency of the Department’s investigation in any material way; and (3) counsel for Southern Union has contacted counsel for Bay State concerning its interest in this case and can represent that Bay State does not object to Southern Union being granted Limited Participant status.
7. Accordingly, Southern Union Company seeks to participate in this proceeding as a Limited Participant with rights to receive copies of all pleadings, discovery

requests and responses and to file brief(s) in accordance with the procedural schedule to be established by the Department.

8. Copies of all documents should be sent to:

Andrew O. Kaplan, Esquire  
Keegan, Werlin & Pabian, LLP  
21 Custom House Street  
Boston, Massachusetts 02110

and

Richard N. Marshall  
Southern Union Company  
One PEI Center  
Willkes-Barr, Pennsylvania 18711

**WHEREFORE**, for the reasons stated above, the Company respectfully requests this Petition for Limited Participant status be granted.

Respectfully submitted,

**SOUTHERN UNION COMPANY**

By its attorney,

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Andrew O. Kaplan, Esq.  
Keegan, Werlin & Pabian, LLP  
21 Custom House Street  
Boston, MA 02110  
(617) 951-1400 (telephone)  
(617) 951-1354 (facsimile)

Date: December 10, 2002